

Appendix I



Boards of “la Caixa” / Criteria approve final terms of the transaction

Final terms:

- Confirmatory due-diligence completed satisfactorily
- Fairness opinions received
- Book value of “la Caixa”’s banking business: €11.9 bn (valued at 0.8x equates to €9.5 bn)
- Valuation of Criteria’s exchanged assets: €7.5 bn
- Capital increase: €2.0 bn (at €5.46 per share, NAV as of 26 January 2011)
 - 374 million shares issued to “la Caixa”
 - 27% higher than unaffected price ⁽¹⁾
- Mandatory convertible bond: €1.5 bn

Boards have approved final terms in line with original announcement

Resulting structure: “la Caixa” 81.1%, free-float 18.9%, of which employees allocation ~0.4%

(1) Closing Price as of 26th January 2011

Appendix II

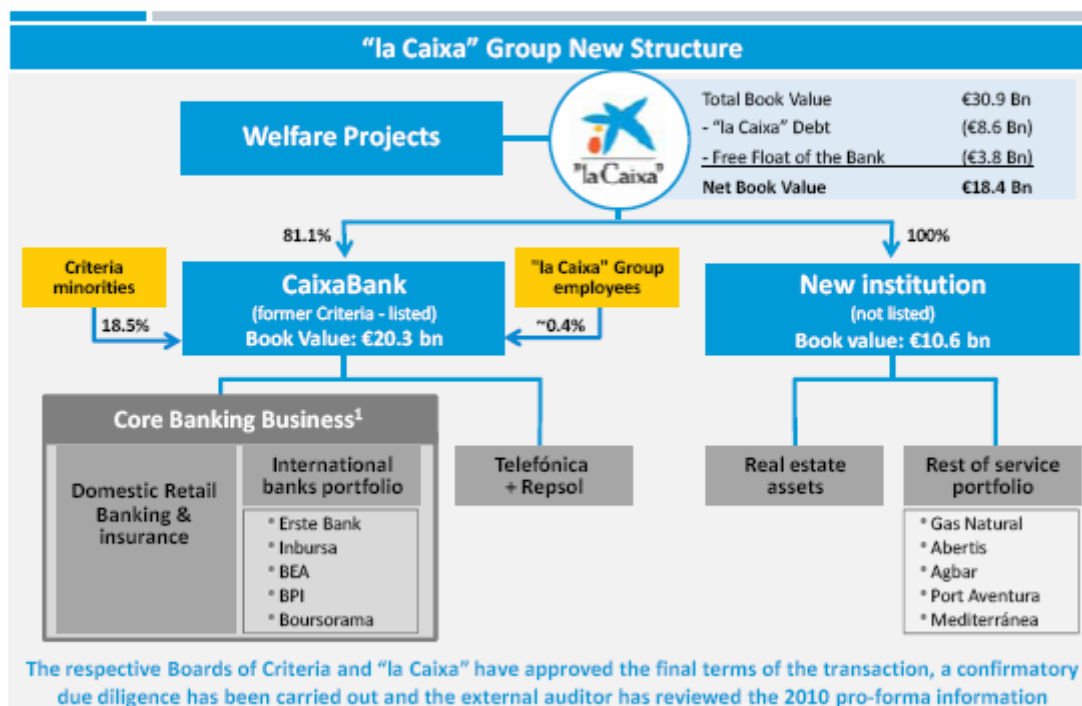


Timetable update

- ✓ [27-28 January](#)
 - Transaction Announcement / Webcast
 - Work on confirmatory due diligence and fairness opinions from independent advisors
- ↕
- ✓ [24 February](#)
 - Receipt of due-diligence report and fairness opinion
 - Boards of “la Caixa” / Criteria approve final terms of the transaction
- ✓ [25 February](#)
 - Criteria (New CaixaBank) – Analyst Presentation
- [March](#)
 - Institutional roadshow
- [28 April](#)
 - General Assembly of “la Caixa”
- [May](#)
 - Criteria’s Annual General Meeting
- [May](#)
 - Issuance of the Mandatory Convertible Bond
- [June](#)
 - Receipt of regulatory approvals ¹
- [July](#)
 - Expected closing of the transaction

(1) Includes Bank of Spain, Min. of Economy, Govern de la Generalitat

Appendix III



(1) Core banking business of CaixaBank also includes financial businesses of InverCajox, Fincomsum, Gestifinca and the 5.0% stake in BME

Appendix IV

Criteria's investee portfolio at December 31, 2010:

Services Portfolio		Financial Portfolio	
Gas Natural	36,64%	Insurance	International banking
Abertis ⁽¹⁾	24,61%	VidaCaixa Grupo 100%	Boursorama 20,76%
BME	5,01%	VidaCaixa 100%	GFinbursa 20,00%
Grupo Agbar	24,03%	VidaCaixa 99,91%	Banco BPI 30,10%
		Adeslas	
Repsol-YPF	12,69%	AgenciaCaixa 100%	BEA ⁽⁵⁾ 15,20%
Telefónica	5,03%		Erste Group Bank 10,10%
Port Aventura Entertainment SA	50%	GDS- Correduría de Seguros 67%	
Mediterránea Beach&Golf Community	100%	Specialized financial services	
		InverCaixa Gestión 100%	
		Finconsum 100%	
		GestiCaixa 100%	

(1) Shareholding is 28.48%

Appendix V

Consolidated income statement summary

	January - December		
€ million	2010	2009	% Chg
Services	1.059	982	8%
International banking	283	171	65%
Insurance	267	213	25%
Specialized financial services	23	(29)	-
Profits from investees	1.632	1.337	22%
Operating expenses	(23)	(20)	15%
Interest expenses	(130)	(89)	46%
Amortization of intangible assets acquired and similar items	(66)	(45)	47%
Other attributable profit/(loss)	11	(7)	-
Holding activity	(208)	(161)	29%
Net recurring profit	1.424	1.176	21%
Net gains on the sale of investments and others	426	264	61%
Non-recurring profit (investees)	(3)	57	-
Provisions	(24)	(180)	(87%)
Net non-recurring profit	399	141	-
Net profit of the Group	1.823	1.317	38%
Note: The consolidated income statement has been prepared in accordance with IFRS, although figures are presented in accordance with the model used by the Group's management.			